

21/1/1921

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY GUARANTEE.

Memorandum and
Articles of Association
OF
The Parents' National
Educational Union

Incorporated the 11th day of August, 1921.

RANGER, BURTON & FROST,
179, QUEEN VICTORIA STREET,
E.C. 4.

No. 176229.



Certificate of Incorporation.

I hereby Certify that "THE PARENTS' NATIONAL EDUCATIONAL UNION" (the word "Limited" being omitted by licence of the Board of Trade) is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is LIMITED.

Given under my hand at London, this eleventh day of August
One thousand nine hundred and twenty-one.

A. E. CAMPBELL-TAYLOR,

Assistant Registrar of Joint Stock Companies.

Fees and Deed Stamps, £25.

Stamp Duty on Capital, £—

21p3pneu159

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES.

Memorandum of Association

OF

THE PARENTS' NATIONAL EDUCATIONAL UNION.

1. The name of the Association (hereinafter called "the Union") is the
"PARENTS' NATIONAL EDUCATIONAL UNION."

2. The Registered Office of the Union will be situate in England.

3. The objects for which the Union is established are:—

- (A) To assist parents of all classes to understand the best principles and methods of Education in all its aspects, and especially in those that concern the formation of habits and character.
- (B) To create a better public opinion on the subject of the training of children and, with this object in view, to collect and make known the best information and experience on the subject.
- (C) To afford to parents opportunities for co-operation and consultation, so that the wisdom and experience of each may be profitable to all.
- (D) To stimulate their enthusiasm, through the sympathy of numbers acting together.
- (E) To secure greater unity and continuity of Education, by harmonising home and school training.
- (F) To promote and encourage a Religious basis of all educational work.
- (G) To broaden the basis of all teaching so as to extend to and include physical, mental, moral and spiritual education.
- (H) To provide and arrange for addresses, lectures and meetings on these subjects.
- (I) With the objects and for the purposes aforesaid to take over, administer and continue the work and activities of the Unincorporated Association known as The Parents' National Educational Union which was founded by Miss Charlotte Maria Shaw Mason in or about the year 1891 and the objects and purposes of which have been identical or substantially identical with those hereinbefore set forth.

- (j) To acquire and receive and possess all or any part of the property or assets of the said Unincorporated Association and to undertake and discharge all or any part of its engagements and obligations, and to indemnify any person or persons in respect thereof.
- (k) To establish and maintain relations or arrangements between the Union and any other body or association or person having similar or practically similar or analogous objects to those of the Union.
- (l) To carry on a course or courses of education and training in harmony with and in furtherance of the objects of the Union as hereinbefore set forth and with a view to providing (1) governesses and teachers for private families and (2) teachers in any schools prepared to conform to the same objects: and for that purpose to employ principals, teachers, assistants, and other necessary staff and to provide board, lodging, and attendance and other necessities and conveniences for students attending any such course of education and training and for the principals, teachers, assistants and members of staff engaged therein.
- (m) Subject as to land to the provisions of Section 19 of the Companies (Consolidation) Act 1908, to purchase, take on lease or in exchange, hire, or otherwise acquire, any real and personal property, and any rights or privileges which the Union may think necessary or convenient for any of its purposes.
- (n) To sell, improve, manage, develop, exchange, lease, enfranchise, mortgage, dispose of, turn to account, or otherwise deal with, all or any part of the property and rights of the Union.
- (o) To invest any moneys, subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales, or the Board of Education in or upon any investments authorised by law for the investment of trust funds and with such sanction as may be required by law with respect to moneys subject to the said jurisdiction.
- (p) Subject to the provisions of the preceding sub-clause hereof to invest moneys of the Union not immediately required in or upon any stocks, funds, shares, securities, or other investments, of whatsoever nature, or to deal with such moneys, or any of them, in such manner as may from time to time be determined.
- (q) To charge and enforce the payment by Members of the Union of such entrance fees, subscriptions and contributions as may from time to time be fixed by the Articles of Association or any amendment or modification thereof.
- (r) To draw, make, accept, endorse, discount, execute, and issue, promissory notes, bills of exchange, debentures, and other negotiable and transferable instruments.
- (s) To do all such other lawful things as are or may be incidental or conducive to the attainment of the above objects. Provided always that the Union shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation restriction or condition which, if an object of the Union would make it a Trade Union. Provided also that in case the Union shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Board of Education the Union shall not sell, mortgage, charge or lease the same without such consent as may be required by law, and as regards any such property as

may come into their hands they shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as Managers or Trustees have been if no incorporation had been effected and the incorporation of the Union shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners or Board of Education over such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control and authority as if the Union were not incorporated. In case the Union shall take or hold any property which may be subject to any trusts the Union shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Union whencesoever derived shall be applied solely towards the promotion of the objects of the Union as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members of the Union. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Union or to any Member of the Union in return for any services actually rendered to the Union or by way of reimbursement of payments made or costs charges or expenses incurred in or about the business of or on behalf of the Union nor prevent the payment of interest at a rate not exceeding one per cent. above current Bank rate on any money lent or reasonable and proper rent for premises demised or let by any Member of the Union nor the gratuitous distribution or sale at a discount of any books or other publications whether published by the Union or otherwise relating to the objects of the Union as set forth herein but so that no Member of the Council or Executive Committee of the Union shall be appointed to any salaried office of the Union or any office of the Union paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Union to any Member of such Council or Executive Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Union. Provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water cable or telephone company of which a Member of the Council or Executive Committee may be a Member or any other company in which such Member shall not hold more than one-hundredth part of the capital and such Member shall not be bound to account for any share of profits he may receive in respect of such repayment.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Union in pursuance of Section 20 of the Companies (Consolidation) Act, 1908.

7. The liability of the Members is limited.

8. Every member of the Union undertakes to contribute to the assets of the Union in the event of the same being wound up during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Union contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the Union and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one pound.

9. If upon the winding up or dissolution of the Union there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Union but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Union and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Union under or by virtue of Clause 4 hereof; such institution or institutions to be determined by the Members of the Union at or before the time of dissolution or in default thereof by such Judge of the high Court of Justice as may have to acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Union and the matter in respect of which such receipt and expenditure take place and of the property, credits and liabilities of the Union and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Union for the time being shall be open to the inspection of the Members. Once at least in every year the accounts of the Union shall be examined and the correctness of the balance-sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

HAROLD COSTLEY WHITE, 19, Dean's Yard, S.W.1.
Headmaster of Westminster School.

CELIA COATES, 15, Cambridge Square, London, W.2.
Married Woman.

HELEN CASSEL, 25, Bryanston Square, W.1.
Wife of Sir Felix Cassel, Judge Advocate General.

HOPE COSTLEY WHITE, 19, Dean's Yard, S.W.1.
Married Woman.

ROSE AMY PENNETHORNE, 8, Elsham Road, Kensington, W.14,
Organising Secretary to Parent's National Educational Union.

ELLA HOWARD GLOVER, 35, Steeles Road, N.W.3,
Married Woman.

LOUISA MACDONALD, 42, Ordnance Road, N.W.8,
Spinster.

Dated the 27th day of July, 1921.

Witness to all the above Signatures:—

WM. FROST,
Solicitor,

179, Queen Victoria Street, E.C.4.

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES.

Articles of Association

OF

THE PARENTS' NATIONAL EDUCATIONAL UNION.

NUMBER OF MEMBERS.

1. For the purposes of registration the number of the Members of the Union is declared not to exceed 4,000 but the Executive Committee may register an increase in the number of Members whenever they think fit.

INTERPRETATION.

2. In the construction of these Articles except where and so far as the context shall otherwise require words importing the singular number shall include the plural number and *vice versa* words importing the masculine gender shall include the feminine gender, words importing persons shall include corporations, writing shall include printing, lithographing, typewriting and other substitutes for print and words and phrases to which a special meaning is attached by the Companies Acts 1908 to 1917 shall, when used in these Articles, be taken as having the same respective meanings as when used in those Acts.

OBJECTS.

3. The Union is established for the purposes expressed in the Memorandum of Association, which will be carried into effect by and through a London Central office, and branches and areas established throughout Britain and elsewhere.

QUALIFICATION OF MEMBERS.

4. Any person shall be qualified to become a Member of the Union who shall be willing to pay such annual subscription or make such single or other payment or payments as the Executive Committee may from time to time determine or prescribe, or whom the Executive Committee may desire to become Members without payment, or upon any terms or conditions other than payment. Every Member shall be subject to the provisions of these Articles in relation to his Membership, and shall be deemed to have had knowledge thereof and consented thereto upon or prior to his becoming a Member.

COMMENCEMENT AND TERMINATION OF MEMBERSHIP.

5. If any person qualified under the provisions of the last preceding Article shall by notice in writing signify to the Secretary of the Union his desire to become a Member of the Union the Secretary of the Union shall in due course submit his name to the Executive Committee for election and if such person shall be elected or approved by the Executive Committee (but not otherwise) the Secretary shall

forthwith enter the name of such person in the Register of Members and thereupon and upon the actual payment of any subscription or sum payable such person shall become a Member of the Union. Members of the Council shall *ex officio* be Members of the Union.

6. If any Member of the Union shall desire to retire therefrom and shall signify such desire by notice in writing to the Secretary of the Union or if the Executive Committee shall at any time pass a resolution that any Member of the Union be no longer a Member thereof the Secretary of the Union shall forthwith upon the receipt of such notice or forthwith after the passing of such resolution (as the case may be) remove the name of such person from the Register of Members and such person shall thereupon absolutely cease to be a Member of the Union. The Secretary shall also remove from the Register of Members the name of any Member who dies and of whose death sufficient intimation is given to the Secretary.

7. If any Member whose sole qualification for membership has been the payment of an annual subscription shall in any year prior to having acquired any other qualification for membership fail to pay such annual subscription as and when the same ought to be paid then and in such case any such Member shall upon a resolution in that behalf of the Executive Committee cease to be a Member of the Union and shall thereupon have his name removed by the Secretary from the Register of Members. Provided always that the Executive Committee may in their discretion and for what shall seem to them to be sufficient reason in any case or class of cases delay the passing of any such resolution so passed and in the latter case the person or class of persons in question shall continue to be or shall again become a Member or Members and the Register shall be altered accordingly.

GENERAL MEETINGS.

8. An Ordinary General Meeting of the Union shall be held within not less than one or more than three calendar months after the registration of the Memorandum of Association and also in the year 1922 and in every subsequent year at such time not being more than fifteen months after the holding of the preceding General Meeting and at such place as the Executive Committee may determine. All other General Meetings shall be called Extraordinary General Meetings.

9. The Executive Committee may whenever they think fit, and shall upon the requisition in writing of not less than thirty Members of the Union stating the objects of the meeting and upon the requisitionists depositing at the Registered Office of the Union at the time of making the requisition or within seven days thereafter a sum sufficient to cover the reasonable cost of convening and holding the meeting, convene or cause to be convened an Extraordinary General Meeting of the Union and if the Executive Committee do not proceed to cause an Extraordinary General Meeting to be held within twenty-one days from the making of such requisition and deposit the requisitionists or a majority of them may themselves convene the meeting.

10. If at any such meeting a resolution requiring confirmation at another meeting is passed the Executive Committee shall forthwith convene a further Extraordinary General Meeting for the purpose of considering and, if thought fit, confirming such resolution as a Special Resolution and if the Executive Committee do not within seven days from the date of the passing of the first resolution convene such further meeting the requisitionists or a majority of them or any thirty Members of the Union may themselves convene the Meeting.

11. At least seven days' notice in writing specifying the place the day and the hour of meeting, and in case of special business the general nature of such business shall be given to the Members before every General Meeting.

12. The business of an Ordinary General Meeting shall be to receive an

consider the accounts and the reports of the Executive Committee and of the Auditors and to fix the remuneration of the Auditors. All other business transacted at an Ordinary General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special and shall be subject to notice as hereinbefore provided.

13. No business shall be transacted at any General Meeting unless a quorum of Members be present in person at the time when the meeting proceeds to business. A quorum shall consist of not less than three Members personally present.

14. If within thirty minutes from the time appointed for the meeting a quorum be not present the meeting if convened by Members under the powers aforesaid shall be dissolved, but in any other case it shall stand adjourned to such day at such time and place as the Members then present shall determine and in default of determination to the same day in the next week at the same hour and place.

15. The Chairman for the time being of the Executive Committee or failing him such other person as the Executive Committee may decide shall preside as Chairman at General Meetings of the Union.

16. If there be no Chairman of the Executive Committee and no person appointed by the Executive Committee to preside or if at any meeting the Chairman of the Executive Committee or such other person as may have been appointed to preside is not present within fifteen minutes after the time appointed for holding the meeting the Members present shall choose one of their number to be Chairman.

17. The Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business not disposed of at the meeting from which the adjournment took place.

18. At any General Meeting unless a poll is demanded a declaration by the Chairman that a resolution has been carried or lost or carried or not carried by a particular majority and an entry to that effect in the Minute Book of the Association shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

19. No poll shall be demanded on the appointment of a Chairman or on a question of adjournment.

20. If a poll is demanded it shall be taken in such manner and either at once or after any interval as the Chairman may direct, and the result of such poll shall be deemed to be a resolution of the Union in General Meeting. In case of an equality of votes (either on a show of hands or on a poll) at any General Meeting the Chairman shall be entitled to an additional or casting vote.

VOTES AT GENERAL MEETINGS.

21. Every Member of the Union (whether he be a Member of the Executive Committee or not) shall be entitled to one vote. No Member shall be entitled to vote by proxy. No Member shall (except during the years 1921 and 1922) be entitled to vote till the expiration of one year from the date at which he shall have become a Member of the Union and no Member whose qualification is dependent upon the payment of an annual subscription shall be entitled to vote if and so long as his current subscription has not been paid, but any accidental infringement of this provision shall not invalidate any resolution.

22. No Member shall be entitled to be present or to vote on any question at any General Meeting, or upon a poll or be reckoned in any quorum whilst any subscription or other sum shall be due and payable to the Union by such Member, but any accidental infringement of this provision shall not invalidate any resolution.

GOVERNING BODIES.

23. The general government and control of the Union shall be vested in a Council and Executive Committee as hereinafter expressed.

THE COUNCIL.

24. The Council shall consist of the founder, Miss Charlotte Maria Shaw Mason (during her life), a President or Presidents, Vice-Presidents, Honorary Officers, and such number of representatives from the branches and areas of the Union as the Union in General Meeting may from time to time determine, and not more than fifty co-opted Members. Unless otherwise determined as aforesaid the number of such representatives shall be for each branch two and for each area one. No person shall be or act as a Member of the Council unless he shall be a Member of the Union.

25. The first Members of the Council shall be appointed by the Union in General Meeting.

26. The President or Presidents, Vice-Presidents, Honorary Officers, Branch Representatives, Area Representatives, and one-third in number of the co-opted Members (to be the third who have been longest in office, or, where length of office is equal, to be determined by mutual arrangements, or ballot) shall retire each year but shall be eligible for re-election.

27. The number of co-opted Members may be increased or decreased at any time by resolution of the Council.

28. At any meeting of the Council five Members shall form a quorum.

THE EXECUTIVE COMMITTEE.

29. Subject to the provisions of these Articles and to the exercise of the powers of the Union in General Meeting the control and management of the affairs and business of the Union shall be vested in an Executive Committee consisting exclusively of Members of the Council. The Executive Committee shall in addition to the powers and authorities by these Articles or otherwise expressly conferred upon it be authorised to exercise all such powers and do all such acts and things as may be exercisable or done by the Union and are not by Statute or by these Articles expressly directed to be or required to be exercised or done by the Union in General Meeting, and subject nevertheless to the provisions of the Companies Acts and of these Articles and to any resolutions from time to time made by the Union in General Meeting, but no such regulation shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

30. Unless and until otherwise determined by the Union in General Meeting the number of the Executive Committee shall not be less than five nor more than twenty.

31. The first Members of the Executive Committee shall be:—

The Most Hon. Marquess and Marchioness of Aberdeen and Temair.	Mrs. Theodore Fyfe.
Col. Buchan.	Mrs. Howard Glover.
Mrs. John Buchan.	The Hon. Mrs. Franklin.
Lady Campbell.	Mrs. Bishop Harman.
Mrs. Evan Campbell.	H. W. Household, Esq.
The Rev. H. Costley-White, M.A. (Chairman).	Miss Louisa MacDonald, M.A.
The Lady Helen Cassel.	Mrs. Cooper Marsdin.
The Lady Celia Coates.	Mrs. Clement Parsons.
	Mrs. Pell.
	Miss Helen Webb, M.B.

32. All future Members of the Executive Committee shall be appointed by the Council from amongst its own Members, and any Member of the Council shall be eligible as a Member of the Executive Committee. No notice of nomination shall be necessary in the case of such election of a Member of the Executive Committee.

33. At the conclusion of the first Ordinary General Meeting held in the year 1922 and of the Ordinary General Meeting in each subsequent year one-third of the Members of the Executive Committee or if the number of such Members is not a multiple of three then the number nearest to but not exceeding one-third shall retire from office. In default of an agreement the Members to retire shall be those who have been longest in office since their election or last re-election, and as between Members who have been in office an equal length of time shall be determined by lot. Retiring Members shall be eligible for re-election. The vacancies caused by such retirement shall be filled up by the Council at the same meeting unless before the said meeting the Council shall have determined to reduce the number of the Executive Committee. If such vacancies are not filled up at the said meeting (then except in the case of a determination to reduce the number of Members) the Members retiring by rotation shall be deemed to have been re-elected.

34. The Executive Committee may at any time subject to the provisions of these Articles elect any person (being a Member of the Council) to fill up any casual vacancy among the Executive Committee or in addition to the number thereof. Any person elected to fill a casual vacancy shall retain his office only until the next succeeding Ordinary General Meeting.

35. A Member of the Executive Committee shall *ipso facto* vacate office:—

- (A) If he ceases for any reason to be a Member of the Council.
- (B) If he becomes bankrupt or suspends payment or compounds with his creditors.
- (C) If he becomes of unsound mind or is found lunatic.
- (D) If he absents himself from its meetings without the special leave of the Executive Committee for a period of more than twelve months.
- (E) If by notice in writing addressed to the Secretary he resigns his office.
- (F) If by a resolution passed by a four-fifths majority of the Executive Committee present at a meeting whereat not less than two-thirds of the Members thereof shall be present he is removed from office.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE.

36. The Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may make and from time to time vary rules and regulations for that purpose, but if there shall be any conflict between such rules and regulations on the one hand and any Resolution of the Union in General Meeting, or any provision of these Articles on the other hand such last-mentioned resolution or provision (as the case may be) shall prevail. Until otherwise determined three Members of the Executive Committee shall form a quorum.

37. Questions arising at any meeting of the Executive Committee shall be determined by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

38. The first Chairman of the Executive Committee shall be The Rev. H. Costley-White, M.A., and he shall hold office until the conclusion of the Ordinary General Meeting to be held for the year 1922. Every subsequent Chairman shall be elected by the Executive Committee and shall hold office for one year. A retiring Chairman shall be eligible for re-election.

39. The Executive Committee shall meet from time to time as summoned by the Secretary who shall act in this respect on the direction of the Executive

Committee or failing such direction either on the direction of the Chairman or on his own initiative. In case of the Executive Committee failing to meet for a continuous period of six calendar months any three Members thereof shall have power to call upon the Secretary in writing to summon a meeting thereof and in the event of his failing to do so for a period of three weeks from the date of such request such three Members shall themselves have power to summon such meeting.

40. A meeting of the Executive Committee duly convened at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions of these Articles vested in or exercisable by the Executive Committee generally.

41. In the case of ordinary business not less than seven clear days' notice in writing of every meeting of the Executive Committee shall be given to each Member thereof such notice to contain a general indication of the nature of the business proposed to be transacted thereat. Ordinary business shall be deemed to comprise all business except that deemed to be special business under the next succeeding article.

42. The election or removal of a Member of the Executive Committee or of an Officer or Servant of the Union, the election of a Chairman of the Executive Committee, any alteration of any of the rules or regulations for the conduct of the business of the Executive Committee, and any revision or alteration of a resolution passed by the Executive Committee within the preceding twelve months shall be deemed special business. In the case of such special business not less than fourteen clear days' notice shall be given to each Member of the Executive Committee such notice to contain the names of the persons proposed to be elected or removed and any other material details of the special business proposed to be done. Provided always that the Chairman or any three other Members of the Executive Committee may for grave, proved or suspected misconduct suspend any Officer or Servant and that the Secretary alone may for any cause suspend any servant pending the summoning of a meeting of the Executive Committee to consider the matter.

43. The Executive Committee may act notwithstanding any vacancy or vacancies in their number.

44. All acts done by any meeting of the Executive Committee shall notwithstanding that it be afterwards discovered or held that there was some defect in the appointment of any Member thereof or that any Member had ceased to be a Member thereof or was otherwise disqualified or that any accidental omission or irregularity had occurred in relation to the convening of the meeting be as valid as if such Member had been duly appointed or was duly qualified or no such omission or irregularity had taken place.

45. The Executive Committee may appoint managers, secretaries, treasurers and other officers and servants for permanent, temporary or special services as they may from time to time think fit and may determine the power and duties and fix the salaries and emoluments (if any) of the persons so appointed and may suspend or remove any such officers or servants as they may think fit.

OFFICERS.

46. Unless and until otherwise determined the Union shall have the following officers in addition to the Executive Committee, namely, a Secretary (Honorary or paid) and Treasurer (Honorary or paid). The same person may be both Secretary and Treasurer. The first Secretary shall be Miss Beatrice Morton, and the first Treasurer shall be Colonel The Hon. Douglas Carnegie. The Executive Committee may from time to time appoint a temporary substitute as Secretary and any person so appointed shall for the purposes of these Articles be deemed during the term of his appointment to be the Secretary.

47. The Executive Committee may at any time and from time to time appoint

any person or persons and whether such person or persons is or are or is not or are not a Member or Members of the Union to be President or a Vice-President or a corresponding or Honorary Member of the Union and no person accepting any of such positions shall be deemed to be by virtue of such appointment only a Member of the Union within the meaning of these Articles.

ANNUAL REPORT.

48. The Executive Committee shall in every year cause to be prepared and printed a report of the work carried on by the Union in the year immediately preceding.

LOCAL BRANCHES AND COMMITTEES OF THE EXECUTIVE COMMITTEE.

49. The Executive Committee may establish, organise and regulate local branches and areas of the Union and pass or sanction or vary from time to time rules and regulations and by-laws relating to the management and control thereof and to all subscriptions and privileges to be paid and enjoyed thereby or by the Members thereof and otherwise in any manner relating thereto.

50. The Executive Committee may from time to time appoint such standing or other Committees and of such Members of the Union whether Members of the Executive Committee or not as they may think fit, and may delegate to any such Committees such of the powers possessed by the Executive Committee as they may think fit and the Executive Committee may at any time revoke any such appointment and annul or vary any such delegation.

51. The Executive Committee may make any regulations for the guidance of any Committee but subject thereto every Committee shall be at liberty to appoint its Chairman, and give him, if thought fit, a casting vote, to fix its quorum, and generally to regulate its proceedings as it shall think fit. Any vacancy in any Committee shall be filled up by the Executive Committee but any such Committee shall, unless otherwise directed by the Executive Committee, be at liberty to act notwithstanding any vacancy.

AUDIT.

52. Once at least in every year the accounts of the Union shall be examined and the correctness of the statements and balance-sheet ascertained by one or more Auditor or Auditors who shall be a Chartered Accountant or Chartered Accountants appointed in accordance with these Articles. The Auditors shall be appointed and their duties and powers regulated in accordance with Section 112 and 113 of the Companies (Consolidation) Act, 1908, the first General Meeting being treated as the Statutory Meeting, the Executive Committee, as the Directors, and the Members as the shareholders mentioned in the said sections and all the provisions of the said sections shall apply, whether herein embodied or not. The Auditors shall conduct such audit in accordance with the Companies' Acts for the time being and the regulations of the Union and shall have a right of access at all times to the books, securities, accounts and vouchers of the Union and shall be entitled to require from the Executive Committee, Treasurer and Secretary of the Union such information and explanation as may be necessary for the performance of the duties of the Auditors, and the Auditors shall sign a certificate at the foot of the balance-sheet stating whether or not all their requirements as Auditors have been complied with and shall make a report to the Members on the accounts examined by them and on every balance-sheet laid before the Union in General Meeting during their tenure of office and in every such report shall state whether in their opinion the balance-sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Union's affairs as shown by the books of the Union, and such report shall be read before the Union in General Meeting.

53. A Member of the Executive Committee or an Officer of the Union shall not

be capable of being appointed Auditor of the Union, nor shall any other person who is interested otherwise than as a Member in any transaction of the Union be capable during the continuance of his interest of being appointed Auditor.

54. The first Auditors may be appointed by the Executive Committee before the first General Meeting of the Union, and if so appointed shall hold office until the next Ordinary General Meeting unless previously removed by a resolution of the Members in General Meeting in which case the Members at such meeting may appoint Auditors. Subsequent Auditors shall be appointed by the Members at the Ordinary General Meeting in each year to hold office until the next Ordinary General Meeting. If an appointment of Auditors is not made at any General Meeting the Board of Trade may on the application of any Member of the Union appoint an Auditor of the Union for the current year.

55. The Executive Committee may fill up any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor (if any) may act.

NOTICES.

56. Any notice to be given under these Articles to the Members whether of the Union or of the Executive Committee shall be sufficiently given either (A) by sending the same by post in a prepaid letter, or post card directed to the Members in question appearing by the Register of Members to have addresses within the United Kingdom at such addresses respectively and shall be deemed to be received within twenty-four hours at latest after posting the same, or (B) by publishing the same in the "Parents' Review," or other the official organ or publication for the time being of the Union, and shall be deemed to be received within twenty-four hours at latest after the date of publication thereof. Any Member not appearing by the Register of Members to have a registered address within the United Kingdom shall not be entitled to have any notice given to him and a notice posted up in the office shall be deemed to be well served on all Members who have no registered place of address at the expiration of twenty-four hours after it is so posted up.

57. The accidental omission to give to any Member such notice as is required by these Articles of any meeting of the Union or of the Executive Committee, or the non-receipt of such notice by any Member shall not invalidate the proceedings at such meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

HAROLD COSTLEY WHITE, 19, Dean's Yard, S.W.1.
Headmaster of Westminster School.
CELIA COATES, 15, Cambridge Square, London, W.2.
Married Woman.
HELEN CASSEL, 25, Bryanston Square, W.1.
Wife of Sir Felix Cassel, Judge Advocate General.
HOPE COSTLEY WHITE, 19, Dean's Yard, S.W.1.
Married Woman.
ROSE AMY PENNETHORNE, 8, Elsham Road, Kensington, W.14.
Organising Secretary to Parents' National Educational Union.
ELLA HOWARD GLOVER, 35, Steeles Road, N.W.3.
Married Woman.
LOUISA MACDONALD, 42, Ordnance Road, N.W.8.
Spinster.

Dated this 27th day of July, 1921.

Witness to all the above Signatures:—

WM. FROST,

Solicitor,

179, Queen Victoria Street, E.C.4.

21/12/24 159 *Quorum of 5*
THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY GUARANTEE.

Memorandum
AND
Articles of Association
OF
The Parents' National
Educational Union

Incorporated the 11th day of August, 1921.

RANGER, BURTON & FROST,
179, QUEEN VICTORIA STREET,
E.C. 4.